



Davis Wright Tremaine LLP

ANCHORAGE BELLEVUE LOS ANGELES NEW YORK PORTLAND SAN FRANCISCO SEATTLE SHANGHAI WASHINGTON, D.C.

JAMES M. SMITH
DIRECT (202) 508-6688
jamesmsmith@dwt.com

SUITE 450
1500 K STREET NW
WASHINGTON, D.C. 20005-1272

TEL (202) 508-6600
FAX (202) 508-6699
www.dwt.com

March 29, 2006

BY ELECTRONIC FILING

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: WC Docket No. 06-64
Application for Transfer of Control of Domestic
Section 214 Authority

Dear Ms. Dortch:

In response to Commission Staff's request for further information with respect to the above-referenced Application (as previously supplemented on March 15, 2006), we are submitting the following supplemental information on behalf of the Applicants:

1. The Application is entitled to presumptive streamlined treatment inasmuch as Applicants CassTel and FairPoint are rural independent incumbent LECs, and Applicants CassTel LD and FairPoint LD are interexchange carriers (IXCs). None of these Applicants are CLECs. Thus, with respect to CassTel and FairPoint, which are rural ILECs, "the proposed transaction involves only the transfer of the local exchange assets of an incumbent LEC by means other than an acquisition of corporate control" under subsection 63.03(b)(1)(iii); and with respect to all of the Applicants, the "proposed transaction would result in a transferee having a market share in the interstate, interexchange market of less than 10 percent, and the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction," and the Applicants are affiliates of "incumbent independent local exchange carriers. . . that have, in combination, fewer than two (2) percent of the nation's subscriber lines installed in the aggregate nationwide, and no overlapping or adjacent service areas" under subsection 63.03(b)(2)(iii). Finally, the proposed transaction will not result in any loss or



impairment of service to the customers affected by the proposed transaction.

2. With respect to the indirect ownership information submitted with respect to FairPoint submitted in item 4:

THL Equity Advisors, IV, LLC, as the sole General Partner of the Thomas H. Lee Equity Fund IV, LP (the "Fund"), directs the vote of the FairPoint Communications, Inc. common stock held by the Fund. Mr. Kent R. Weldon, a U.S. citizen, is a Managing Director of Thomas H. Lee Partners, LP, the sole owner of THL Equity Advisors IV, LLC. Mr. Weldon may be contacted at 100 Federal Street, 35th Floor, Boston, Massachusetts 02110. In addition, please note that the address for the Fund was reported incorrectly on the application – the correct address is 100 Federal Street, 35th Floor, Boston, Massachusetts 02110.

Wellington Management Company, LLP is a private limited liability partnership whose sole business is investment management. According to the Company's web site, Mr. Perry Traquina, a U.S. citizen, serves as the President, Chief Executive Officer and Managing Partner of Company.

3. In the Application it is stated that FairPoint's ultimate parent, FairPoint Communications, Inc. is a geographically diverse rural telephone company, owning 28 local telephone companies in 17 states with approximately 289,000 access line equivalents in service. A list of FairPoint's telephone companies is attached hereto.

Any questions regarding this matter should be directed to the undersigned counsel.


Respectfully submitted,

A handwritten signature in dark ink, appearing to read 'James M. Smith', written over a horizontal line.

Randall B. Lowe, Esq.
James M. Smith, Esq.
Davis Wright Tremaine LLP
Suite 450
1500 K Street, N.W.
Washington, D.C. 20005
(202) 508-6600

Counsel for Transferors





Stephen G. Kraskin, Esq.
Communications Advisory Counsel, LLC
2154 Wisconsin Avenue, NW
Washington, DC 20007
(202) 333-1770

Counsel for Transferees

cc: Heather Hendrickson, Esq. (w/atts.)

Attachments

ATTACHMENT

FairPoint Communications, Inc.
RLEC Subsidiaries
Twenty Eight Companies (Area Served)
Operating in Seventeen States

<u>Company</u>	<u>State of Incorporation</u>
Bentleyville Communications Corporation 608 Main Street Bentleyville, PA 15315 Area Served: Washington County in Southwestern PA	PA
Berkshire Telephone Corporation 19 Broad St. P.O. Box 405 Kinderhook, NY 12106 Area Served: Five communities in Columbia County, NY	NY
Big Sandy Telecom, Inc 631 Elk Street P.O. Box 218 Simla, CO 80835 Area Served: Big Sandy including Elbert, El Paso & Lincoln Counties, CO	DE
Bluestem Telephone Company 558 Broadway P.O. Box 408 Americas, KS 66835 Area Served: Americus, Cedar Point, Chalk, Lake Kahola & Saffordville, KS	DE
Chautauqua and Erie Telephone Corporation 30 Main Street Westfield, NY 14787 Area Served: Communities in Northwestern corner of Chautauqua County, NY	NY
China Telephone Company 155 Gannett Drive South Portland, ME 04106 Area Served: Three small communities in central Maine	ME
Chouteau Telephone Company 102 South McCracken P.O. Box 909 Chouteau, OK 74337 Area Served: Chouteau, Cedar Crest & Peggs, OK	OK

Columbine Telecom Company DE
5998 Highway 17 N
P.O. Box 174
Mosca, CO 81146
Area Served: Parts of Alamosa & Saguache Counties, including Towns of Crestone,
Hooper, Moffat & Mosca, CO

The Columbus Grove Telephone Company OH
112 West Sycamore Street
P.O. Box 36
Columbus Grove, OH 45830
Area Served: Putnam and Allen Counties in Northwest Ohio

Community Service Telephone Co. ME
155 Gannett Drive
South Portland, ME 04106
Area Served: Seven communities around the Augusta, ME area

C-R Telephone Company IL
106 North 6th Street
P.O. Box 339
Cornell, IL 61319
Area Served: Towns of Cornell & Ransom, IL

The El Paso Telephone Company IL
48 West 1st Street
P.O. Box 257
El Paso, IL 61738
Area Served: McLean & Wofford Counties including, El Paso, Panola &
Kappa, IL

Ellensburg Telephone Company WA
305 North Ruby Street
P.O. Box 308
Ellensburg, WA 98926
Area Served: Central Washington, including the Communities of Ellensburg,
Selah, Kittitas, Thorp, Vantage & Lauderdale

Fremont Telcom Co. ID
110 East Main Street
St. Anthony, ID 83445
Area Served: All of Fremont County, ID & Part of Madison County, ID

GTC, Inc. d/b/a GT Com FL
502 Cecil G. Costin Sr. Blvd
P.O. Box 220
Port St. Joe, FL 32457
Area Served: Northwest Florida, Southern Georgia & Southern Alabama

Maine Telephone Company 155 Gannett Drive South Portland, ME 04106 Area Served: Four communities on the northeast tip of Sebago Lake, ME (including Poland)	ME
Marianna and Scenery Hill Telephone Company 17 Magnolia Avenue Marianna, PA 15345 Area Served: Marianna, Scenery Hill, Cokesburg, Ten Mile, Deenston & Lone Pine, PA	PA
Northland Telephone Company of Maine, Inc. 155 Gannett Drive South Portland, ME 04106 Area Served: Twenty-three communities ranging from central Maine to the northernmost Tip of the state and includes 2 small communities in New Hampshire	ME
Odin Telephone Exchange, Inc. 102 East Kirkwood P.O. Box 279 Odin, IL 62870 Areas Served: Towns of Odin, Shobonier, Martinsville & Oblong, IL	IL
The Orwell Telephone Company 70 South Maple Street P.O. Box 337 Orwell, OH 44076 Area Served: Four exchanges in Eastern Ohio & five exchanges in Western Ohio	OH
Peoples Mutual Telephone Company 123 E. Watts Street P.O. Box 367 Gretna, VA 24557 Area Served: Northern Pittsylvania County, VA	VA
Sidney Telephone Company 155 Gannett Drive South Portland, ME 04106 Area Served: Community of Sidney, ME in central Kennebec County, ME	ME
Standish Telephone Company 155 Gannett Drive South Portland, ME 04106 Area Served: Five communities in southwest Cumberland County, ME	ME

STE/NE Acquisition Corp.,
d/b/a Northland Telephone Co. of Vermont
155 Gannett Drive
South Portland, ME 04106
Area Served: Eight communities in central and northeastern Vermont.

DE

Sunflower Telephone Company, Inc.
516 Plumb
P.O. Box 236
Tribune, KS 67879
Area Served: Western Kansas and approx 400 customers in
Eastern Colorado

KS

Taconic Telephone Corp.
1 Taconic Place
P.O. Box 336
Chatham, NY 12037
Area Served: Eleven exchanges in portions of Columbia, Rensselaer &
Dutchess Counties in NY & Berkshire County in Mass.

NY

Yates City Telephone Company
111 East 1st Street
Geneseo, IL 61254
Area Served: Knox County in IL

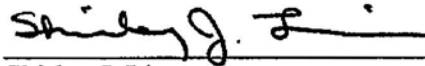
IL

YCOM Networks, Inc.
106 Second Street SE
P.O. Box 593
Yelm, WA 98597
Area Served: Parts of Rural Thurston & Pierce Counties in WA including
Communities of Yelm & Ranier.

WA

DECLARATION OF SHIRLEY J. LINN

I, Shirley J. Linn, Executive Vice President of FairPoint Communications, Inc. ("FairPoint"), FairPoint Communications Missouri, Inc. ("FairPoint Missouri") and ST Long Distance, Inc. d/b/a FairPoint Communications Long Distance ("FairPoint LD"), do hereby declare under penalty of perjury that I have read the foregoing Letter Supplement, and that the facts stated therein with respect to FairPoint, FairPoint Missouri and FairPoint LD are true and correct, to the best of my knowledge, information and belief.



Shirley J. Linn

Dated: 3/28/06

DECLARATION OF TERRY PECK

I, Terry Peck, Manager of Local Exchange Company LLC, the general partner of Cass County Telephone Company, Limited Partnership ("Cass County"), and the President of LEC Long Distance, Inc. d/b/a CassTel Long Distance ("CassTel"), do hereby declare under penalty of perjury that I have read the foregoing letter supplement to Application in WC Docket No. 06-04, and that the facts stated therein with respect to Cass County and CassTel are true and correct, to the best of my knowledge, information and belief.


Terry Peck

Dated: 3/28/06

CERTIFICATE OF SERVICE

I, AILEEN W. PRICE, do hereby verify that on this 29th day of March, 2006, I caused to be sent via First Class US Mail, postage prepaid, the foregoing Letter Supplement to the following:

The Honorable Matt Blunt
Office of the Governor
Room 216, State Capitol Building
Jefferson City, MO 65101

U.S. Department of Defense
Assistant Secretary of Defense for C31
100 Defense Pentagon, Room 3E712
Washington, DC 20301-1000

U.S. Department of State
EB/CIP/SCA
Room 4826
2001 C Street, NW
Washington, DC 20520

Aileen W. Price